

# ANNUAL MEETING OF SHAREHOLDERS OF PATRIOT TRANSPORTATION HOLDING, INC.

January 27, 2016

**GO GREEN**

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.amstock.com](http://www.amstock.com) to enjoy online access.

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement and proxy card are available at [www.patriottrans.com](http://www.patriottrans.com)

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

20530303030304000000 5

012716

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE FOLLOWING NOMINEES,  
"FOR" PROPOSALS 2, 3, 4, 5 AND 6, AND FOR "1 YEAR" ON PROPOSAL 7.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

**1. Election of Directors (the Board recommends a vote FOR each nominee)**

FOR ALL NOMINEES

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT (See instructions below)

**NOMINEES:**

- John E. Anderson
- Edward L. Baker
- Thompson S. Baker II
- Luke E. Fichthorn III
- Robert H. Paul III

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_ Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

- 2. Ratification of Hancock Askew & Co., LLP, as the Independent Registered Public Accounting Firm (auditors) for Fiscal 2016 (The Board recommends a vote FOR this proposal)  FOR  AGAINST  ABSTAIN
- 3. Declassify the Board of Directors (The Board recommends a vote FOR this proposal)  FOR  AGAINST  ABSTAIN
- 4. Eliminate the Supermajority Vote Requirement for Approval of Certain Transactions with Affiliates of the Company (The Board recommends a vote FOR this proposal)  FOR  AGAINST  ABSTAIN
- 5. Delete or Modify Miscellaneous Provisions of the Existing Articles (The Board recommends a vote FOR this proposal)  FOR  AGAINST  ABSTAIN
- 6. Advisory approval of Executive Compensation (The Board recommends a vote FOR this proposal)  FOR  AGAINST  ABSTAIN
- 7. Advisory vote on Frequency of Advisory Vote on Executive Compensation (The Board recommends a vote FOR one year for  1 year  2 years  3 years  ABSTAIN this proposal)

**NOTE:** Such other business as may properly come before the meeting or any adjournments thereof.

Shares represented by properly executed and returned proxies will be voted at the meeting in accordance with the undersigned's directions or, if no directions are indicated, will be voted in favor of the election of the nominees proposed in this proxy statement, for ratification of the Independent Registered Public Accounting Firm, for approval of the Company's Amended and Restated Articles of Incorporation, for advisory approval of executive compensation, for the frequency of the advisory vote on executive compensation to be every year, and, if any other matters properly come before the meeting, in accordance with the best judgment of the persons designated as proxies.

**PATRIOT TRANSPORTATION HOLDING, INC.****PROXY SOLICITED BY BOARD OF DIRECTORS****FOR THE ANNUAL MEETING OF SHAREHOLDERS CALLED FOR JANUARY 27, 2016.**

The undersigned hereby appoints Thompson S. Baker II, the attorneys, agents and proxies of the undersigned with full power of substitution to vote all the shares of common stock of Patriot Transportation Holding, Inc. (the "Company") which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held at The River Club, Ortega Room, on the 34th floor of the Wells Fargo Building, One Independent Drive, Jacksonville, Florida on January 27, 2016, at 10 o'clock in the morning, local time, and all adjournments thereof, with all the powers the undersigned would possess if then and there personally present. Without limiting the general authorization and power hereby given, the above proxies are directed to vote as instructed on the matters below:

The undersigned hereby revokes any proxy heretofore given with respect to the shares owned by the undersigned, acknowledges receipt of the Notice and the Proxy Statement for the meeting accompanying this proxy, each dated December 29, 2015, and authorizes and confirms all that the appointed proxies or their substitutes, or any of them, may do by virtue hereof.

**(Continued and to be signed on the reverse side.)**